

# ITEL

August 29, 1985

RECORDATION NO. 9049 Filed 14.3

**IteI Rail Corporation**

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

SEP 10 1985 - 1 20 PM

5-253A072

**INTERSTATE COMMERCE COMMISSION**

Honorable James H. Bayne, Secretary  
Interstate Commerce Commission  
Washington, DC 20423

No.           

Date SEP 10 1985

Fee \$ 10.00

ICC Washington, D.C.

Dear Mr. Bayne:

Pursuant to 49 USC Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of IteI Rail Corporation for filing and recordation under the Lease Agreement dated as of June 14, 1977 between SSI Rail Corp. as predecessor in interest to IteI Rail Corporation and Arkasas and Louisiana Missouri Railway Company, which was filed with the ICC on October 21, 1977 and given ICC Recordation No. 9049, four (4) counterparts of the following document:

Amendment No. 5, dated August 27, 1985, to the Lease Agreement, dated June 14, 1977, between SSI Rail Corp. and Arkasas and Louisiana Missouri Railway Company

The names and addresses of the parties to the aforementioned are:

1. IteI Rail Corporation (Lessor)  
55 Francisco Street, 5th floor  
San Francisco, California 94133
2. Arkansas and Louisiana Missouri Railway Company (Lessor)  
P.O. Box 1653  
Monroe, Louisiana 71201

The equipment covered by this Amendment is forty-nine (49) boxcars bearing reporting marks ALM 1045, 1074, 1075 and 1106-1151.

Also enclosed is a check in the amount of \$10.00 to cover the required recording fee.

Please stamp all counterparts of the enclosed Amendment with your official recording stamp, retain one (1) counterpart for your files, and return the remaining (3) counterparts to the undersigned.

Very truly yours,

Denise M. Bottarini  
Senior Legal Assistant

cc: Howard Chabner  
Robert S. Clark  
J. Michael Kelly  
Ginny Hanger

SEP 10 1 22 PM '85  
MOTOR OPERATING UNIT  
THE SECRETARY  
ICC OFFICE OF

*This one should be 9049-M*

*[Handwritten signature]*

**Interstate Commerce Commission**  
Washington, D.C. 20423

9/10/85

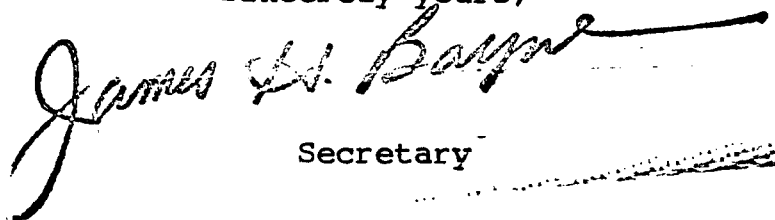
OFFICE OF THE SECRETARY

Denise M. Bottarini  
Senior Legal Assistant  
IteI Rail Division  
55 Francisco Street  
San Francisco, Calif. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/10/85 at 1:30pm and assigned re-recording number(s). 9049-M

Sincerely yours,

  
Secretary

Enclosure(s)

9049-M  
07/31/85

9049-M  
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INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 5

THIS AMENDMENT NO. 5 (the "Amendment") to that certain Lease Agreement (the "Agreement"), dated June 14, 1977, between SSI Rail Corp., as lessor and ARKANSAS AND LOUISIANA MISSOURI RAILWAY COMPANY, as lessee ("Lessee") is made this 27th day of August, 1985 between ITEL RAIL CORPORATION, as successor in interest to SSI Rail Corp. ("Lessor"), and Lessee.

R E C I T A L S:

- A. Pursuant to the Agreement, Lessor leased to Lessee three hundred thirty-nine (339) boxcars ("Cars") bearing reporting marks from within the series ALM 1000-1249 and ALM 1500-1599.
- B. Subject to the terms and conditions set forth in Amendment No. 4, dated July 23, 1985, to the Agreement ("Amendment No. 4"), one hundred (100) Cars shall be terminated from the Agreement at 12:01 p.m. on the date that each Car is remarked to bear reporting marks from within the series BN 377300-377399.
- C. Pursuant to Amendment No. 4, Lessor granted to Lessee full power and authority to enter into the Second Assignment Agreement, dated May 21, 1985, between Lessee and Kansas City Southern Railway Company ("KCS") ("the KCS Second Assignment Agreement") pursuant to which forty-nine (49) Cars bearing the reporting marks ALM 1045, 1074, 1075 and 1106-1151 (the "Boxcars") were placed into an assignment pool on the railroad lines of KCS.
- D. Lessor is a party to that certain Lease Agreement (the "KCS Lease") dated as of July 17, 1985 between Lessor and KCS, pursuant to which Lessor has agreed to lease to KCS forty-nine (49) boxcars upon the remarking of such boxcars to bear reporting marks from within the series KCS 755001-755486.
- E. Lessor and Lessee desire to terminate the Boxcars from the Agreement so that Lessor can lease the Boxcars to KCS under the terms and conditions of the KCS Lease.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree to amend the Agreement as follows:

- 1. All terms defined in the Agreement shall have the meanings defined therein when used in this Amendment.

2. At 12:01 p.m. on the date that each Boxcar is remarked to bear reporting marks from within the series KCS 755001-755486, such Boxcar shall cease to be subject to the terms and conditions of the Agreement. Lessor shall pay all costs related to (i) the removal of all assignment identification marks from the Boxcars, (ii) the removal of the Boxcars from Car Service Directive 145, and (iii) the delivery of the Boxcars to KCS for the remarking of the Boxcars as set forth in this Section 2.
3. After the expiration or early termination of the KCS Lease and only upon the mutual agreement of Lessor and Lessee, the Boxcars shall be remarked to bear the reporting marks of ALM and shall become subject to the terms and conditions of the Agreement, as amended.
4. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
5. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

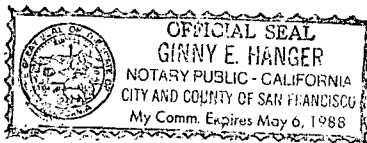
By: *AP Hayes*  
Title: President  
Date: 8-27-85

ARKANSAS AND LOUISIANA MISSOURI  
RAILWAY COMPANY

By: *J. A. Thomas* JJH  
Title: President  
Date: 8-6-85

STATE OF CALIFORNIA       )  
                                      ) ss:  
COUNTY OF SAN FRANCISCO )

On this 27th day of August, 1985, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Amendment No. 5 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger  
Notary Public

STATE OF Louisiana )  
Parish ) ss:  
COUNTY OF Orachita )

On this 6<sup>TH</sup> day of AUGUST, 1985, before me personally appeared J. A. Thames, to me personally known, who being by me duly sworn says that such person is President of Arkansas and Louisiana Missouri Railway Company, that the foregoing Amendment No. 5 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Shirley D. Duff  
Notary Public

MY COMMISSION IS FOR LIFE.